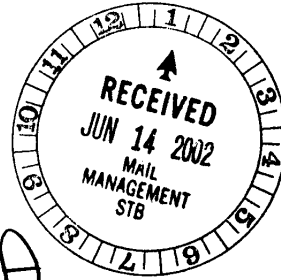




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June 13, 2002

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 23051-A FILED

JUN 17 '02 11-39 AM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 7, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CHEMICAL LIME COMPANY OF ARIZONA**
3700 Hulen Street, Fort Worth TX 76107

A short summary of the document to appear in the index follows:

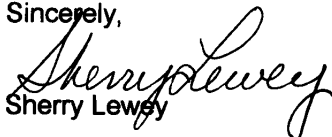
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CHEMICAL LIME COMPANY OF ARIZONA**, covering 69 coal hoppers with reporting marks and numbers – CEFX 15328 – GRPX 944553, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23051 dated 8/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey



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Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

JUN 17 '02

11-39 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7th May, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEMICAL LIME COMPANY OF ARIZONA, an Arizona corporation, with an address at 3700 Hulen Street, Fort Worth, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 25, 2000 covering certain equipment described therein, and with respect to which a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 17, 2000 as recordation number 23051.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEMICAL LIME COMPANY OF ARIZONA

By: Mark J. J. J.
Name: MARK J. J. J.
Title: VICE PRESIDENT

SCHEDULE A

Quantity
69

Equipment Description
4,750 c.f. covered hopper car with
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	15328
2	CEFX	15773
3	CEFX	16405
4	CEFX	16407
5	CEFX	16409
6	CEFX	16416
7	CEFX	16434
8	CEFX	16437
9	CEFX	16438
10	CEFX	16440
11	CEFX	16446
12	CEFX	16447
13	CEFX	16448
14	CEFX	16449
15	CEFX	16456
16	CEFX	16457
17	CEFX	16461
18	CEFX	16467
19	CEFX	16472
20	CEFX	16477
21	CEFX	16482
22	CEFX	16483
23	CEFX	16492
24	CEFX	16496
25	CEFX	16500
26	CEFX	16508
27	CEFX	16509
28	CEFX	16510
29	CEFX	16511
30	CEFX	16513
31	CEFX	16517
32	CEFX	16522
33	CEFX	16524
34	CEFX	16525

35	CEFX	16527
36	CEFX	16530
37	CEFX	16539
38	CEFX	16542
39	CEFX	16544
40	CEFX	16547
41	CEFX	17105
42	CEFX	17517
43	CEFX	151560
44	CEFX	151656
45	CEFX	151665
46	CEFX	152443
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64	CEFX	152800
65	CEFX	152801
66	CEFX	152802
67	CEFX	152806
68	GRPX	152808
69	GRPX	944553